



International Trade
Legal Services (JUT)
125 Sussex Drive
Ottawa, Ontario K1A 0G2

Tel.: (613) 990-9176
Fax.: (613) 996-7411

September 9, 1991

File: 210-2-1

Claire E. Reade
Arnold & Porter
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036
U.S.A.

Dear Ms. Reade,

Re: Canada-U.S. Trade Issues Contract - April 1, 1991 to March 31, 1992

This is to amend the terms of your appointment as an Agent of the Minister of Justice of Canada to provide legal advice on issues related to Canada-U.S. trade, as set out in my letter dated April 24, 1991 (copy attached).

The total maximum charge under this appointment will hereby be increased from U.S. \$50,000 to U.S.\$125,000. All other terms and conditions will remain the same.

If this amendment is satisfactory to you, please sign this letter in the space provided below and return the original to me. A copy is enclosed for your records.

Yours sincerely,

Leslie S. Holland, Q.C.
General Counsel

"I accept and agree to this amendment to the terms and conditions of this appointment."

Claire E. Reade
Agent of the Minister of Justice of Canada

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SEP 31 13:49



Department of Justice Ministère de la Justice
Canada Canada

Ottawa, Canada
K1A 0H8

Legal Services, International Trade (JUT)
External Affairs and International Trade Canada
3rd. Floor, Tower "C"
125 Sussex Drive
Ottawa, Ontario K1A 0G2
Canada

April 24, 1991

File No.: 210-2-1

Ms. Claire Reade
Arnold & Porter
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036

Dear Ms. Reade:

I am writing to confirm your appointment as an Agent of the Minister of Justice of Canada to provide advice on legal issues related to Canada-U.S. trade. This letter and the enclosed Department of Justice Memoranda of Instructions to Agents of the Minister of Justice constitute the terms and conditions of this appointment.

Your hourly rates are as follows:

Claire Reade	US \$275
Lawrence Schneider	US \$305
Steven Diamond	US \$250
Michael T. Shor	US \$250
Nancy Perkins	US \$205
Susan Lee	US \$190
James Losey	US \$145

Services may be provided by attorneys other than those listed above provided that they are members or employees of Arnold & Porter and that their rates are comparable to rates fixed for attorneys of comparable experience.

The contract is effective April 1, 1991 and expires on March 31, 1992. The limit on expenditures is US \$50,000. Should you determine that your charges will exceed that amount, please inform me as soon as possible so that approval for the increased expenditure can be obtained.

Payment will be made upon submission of an itemized and certified account to this office. Your account should be certified as follows:

Canada

"I hereby certify that the services herein referred to were rendered by me or the members of Arnold & Porter and that account truly shows the nature of the services rendered, the time occupied, the fees claimed, the disbursements made and all moneys received in this manner."

Agent of the Minister of Justice

All work is entrusted to an agent on the basis that his or her account as agent is subject to taxation by the Department of Justice and such taxation will determine the remuneration to which you are entitled. The Department's taxation of your account is final.

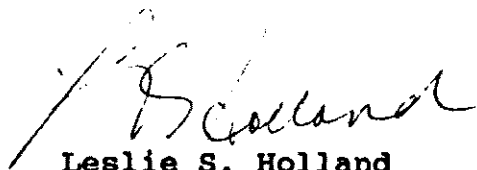
As with the previous work you have done for us, I emphasize the sensitivity of this work. It is understood that all information, files and documents provided to you in connection with this contract must not be divulged during or after the completion of this contract.

I also understand that you are aware of the Canadian government's conflict of interest guidelines and that you will fully adhere to them in respect of this work.

I would also ask that you continue to send copies of any opinions done under this contract to Mr. Marc Brault at the Canadian Embassy in Washington.

If these arrangements are satisfactory to you, please sign this letter in the spaces provided and return the original to me. A copy is enclosed for your records.

Yours sincerely,



Leslie S. Holland
General Counsel

"I accept and agree to the terms and conditions of this appointment."



Claire E. Reade
Agent of the Minister of Justice